

**BYLAWS OF
CALIFORNIA FISHERMEN'S RESILIENCY ASSOCIATION
A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION**

Amended April 23, 2023

ARTICLE I.

LOCATION OF OFFICES

The name of this corporation is California Fishermen's Resiliency Association. It is a California nonprofit mutual benefit corporation with its initial principal offices at 1118 6th Street, Eureka, CA 95501.

ARTICLE II.

PURPOSE

This corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The specific purposes of this corporation are to support the resiliency of California fisheries, and to engage in any other lawful activities permitted under the California Nonprofit Mutual Benefit Corporation Law. This will include, representing member interests and providing support at local, state, and federal levels and in negotiating agreements with private industry concerning: spatial challenges to fishing grounds access, non-fishing offshore development, navigation and marine safety, ecological and environmental concerns that impact fisheries, offshore development and ocean industrialization, zoning and port infrastructure, impact mitigation, and other matters as directed by the membership.

ARTICLE III.

MEMBERSHIP

3.1. Members.

The members of this corporation shall consist of those who have complied with the requirements set forth in Section 3.2 of this Article, have properly presented themselves for membership in accordance with the procedures determined by the Directors, and who have been enrolled as members on the membership roster. There shall be two classes of membership, voting members and consulting members.

3.2. Requirements of Membership.

To be a member an entity or association must pay the annual dues and assessments, if assessed by the Board of Directors; must participate on a regular basis in the activities of the organization; and must have otherwise fully complied with its rules and regulations.

To be a voting member, the member association must be a California port commercial fishing association representing multiple gear types and multiple fisheries or a California Fishermen's Association representing fishermen within the State of California. Both categories must be fishermen's associations formed prior to January 1, 2019. The admission of any fishermen's association formed on or after January 1, 2019 shall be permitted on a case by case basis, subject to approval of ¾ majority vote of the Board of Directors.

To be a consulting member, the member must be a commercial fisherman's association with, at a minimum, one association member located in, or fishing in the State of California.

3.3. Removal of Members.

Membership of any member shall cease on the happening of any of the following events:

- (a) the failure of the member to following the organization's rules and regulations;
- (b) the failure of member to actively participate in the activities of the organization;
- (c) the failure of the member to maintain its entity in good standing with any governing authority including, but not limited to, maintaining active status with the Secretary of State as applicable;
- (d) the failure of the member to pay its dues and fees, if any are assessed, in a timely fashion after being provided written notice of the same; and,
- (E) "to have engaged in activities that are directly contrary to the interests of the corporation"
- (F) "the member is found to be engaged in the misrepresentation of the corporation and its policies to outside third parties, either willfully or on a repeated basis.
- (G) the resignation of the member.

On a determination by a majority of the Board of Directors that one or more of these events has occurred, and that the member should be expelled or suspended, or his or her membership terminated or suspended, the following shall occur:

- (a) A minimum of 15 days prior notice of the expulsion, suspension or termination and the reasons therefor shall be given to the member. If the member does not pay the dues or contact the corporation within 10 days of the notice to protest the removal, the member shall be removed from the membership list.
- (b) If the member timely files a protest, the member shall be given an additional five days to present a written explanation/objection for presentation to Board of Directors. Thereafter, Board of Directors shall consider the written explanation/objection prior to making a final decision on whether or not the member shall be removed, and shall notify the member accordingly.
- (c) All notices required under this section shall be given by first-class or registered mail, sent to the last address of the member, as shown on the corporation's records.

Notwithstanding the foregoing, any member may be removed by a vote of a three fourths majority of the Board of Directors at any time.

3.4. Place of Meetings.

Notwithstanding anything to the contrary in these Bylaws, any meeting whether regular, special, or adjourned of the members of this corporation may be held at any place within the State of California which has been designated by the Board.

3.5. Regular Annual Meetings.

The regular annual meeting of the members, of which no notice need be given, shall be held at the principal office of the corporation (as the same shall be from time to time designated in the minutes of the Directors) at _____ on _____ of each year, if not a legal holiday, and if a legal holiday, then on the next succeeding business day not a legal holiday. At the regular annual meeting, the members shall consider reports of the affairs of the corporation, and transact other business as may properly be brought before the meeting, including but not limited to, the election of Directors of the corporation to serve for the ensuing year and until their successors are elected and qualified. All members, consulting and voting, shall be authorized to attend and participate in the regular annual meeting; however, only voting members shall be authorized to vote.

3.6. Special Meetings.

Special meetings of the members may be called at any time by order of the President or of any Vice President or of the Secretary, or of two or more members or of the Board. All members, consulting and voting, shall be authorized to attend and participate in special meetings; however, only voting members shall be authorized to vote.

3.7. Notice of Special Meetings.

Written notice of special meetings of members shall be given personally or by mailing by first class, registered, or certified mail, to each member, at his or her last known address, postage prepaid, or, with consent of the member being noticed by electronic mail, a notice of the meeting at least ten (10) days before the time fixed for holding the meeting.

Notice of any meeting of members shall specify the place, the day, and the hour of meeting, and in case of a special meeting as provided by the California Corporations Code, the general nature of the business to be transacted.

3.8. Quorum.

At all meetings of the members, whether regular, special or adjourned, the presence in person or by proxy of one third of the members shall constitute a quorum for the transaction of business.

3.9. Adjournments.

Any business that might be done at a regular meeting of the members may be done at a special or at an adjourned meeting. If no quorum be present at any meeting of the members, the meeting may be adjourned by those present from day to day or from time to time until a quorum be obtained. In that case, no notice need be given of the adjourned meeting.

3.10. Waiver and Consent.

The transaction of any meeting of members, however called or noticed, shall be as valid as though conducted at a meeting duly held after regular call and notice, if a quorum be present, and if either before or after the meeting, each of the members, not present in person, signs a written waiver of notice or a consent to the holding of the meeting, or an approval of the minutes of the meeting.

Any action that may be taken at a meeting of the members, may be taken without a meeting if authorized by a writing signed by all the members who would be entitled to vote at a meeting for that purpose, and filed with the Secretary of the corporation.

3.11. Action Without Meeting/Ballots.

(a) Any action required or permitted to be taken at any regular or special meeting of members may be taken without a meeting if the written ballot of every member is solicited, if the required number of signed approvals in writing, setting forth the actions so taken is received, and if the requirements of subdivision (c) are satisfied.

(b) All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

(c) Approval by written ballot pursuant to this section shall be valid only when the number of ballots cast on or before the time the ballot must be returned to be counted equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of ballots cast.

3.12. Absentee Ballots.

Absentee ballots specifically setting forth the resolution to be voted on may be prepared for any regular or special meeting of members. These ballots may be used by voting members in good standing who are unable to attend, who request the same.

3.13. Voting Rights.

Only persons whose names stand on the membership records of the corporation as voting members on the day of any meeting of members, shall be entitled to vote at the meeting.

Every member association entitled to vote at any election for Directors shall be entitled to one vote.

3.14. Proxies.

Every member entitled to vote or execute consents may do so either in person or by one or more agents authorized by a written proxy executed by the member or his or her duly authorized agent and filed with the Secretary of the corporation.

ARTICLE IV.

DIRECTORS

4.1. Powers.

Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the Corporations Code of the State of California, all the activities and affairs of the corporation shall be exercised by or under the direction of the Board of Directors. Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) to select and remove all the officers, agents, and employees of the corporation, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation, and in their discretion, require from these officers, agents, and employees security for faithful service;

(b) to make disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as are more fully set out in the corporation's Articles of Incorporation, and generally to conduct, manage, and control the activities and affairs of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or with these Bylaws, as they may deem best;

(c) to adopt, make and use a corporate seal and to alter the form of the seal from time to time as they may deem best;

(d) to borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore; and

(e) to carry on a business for profit and apply any resulting profit to any activity in which it may legally engage.

4.2. Number of Directors.

[The authorized number of Directors of the corporation shall be the number of voting members of the corporation.

4.3. Selection and Tenure of Office.

Directors shall be appointed either (a) at the annual meeting of the members, or (b) by a written document appointing them provided to the corporation before the annual meeting. Each voting member shall appoint one Director. Each Director shall serve until the fourth anniversary of the annual meeting at which they were appointed, and until a successor has been elected and qualified. If an annual meeting is not held, or the Directors are not appointed at or before the annual meeting, the Directors may be appointed at any special meeting of members held for that purpose.

No Director shall serve more than three full consecutive terms without a sabbatical of at least one year.

Notwithstanding the foregoing provisions, one half of the initial directors, rounded down, selected randomly, shall be appointed for two-year initial terms.

4.4. Qualifications.

Each Director must be a member of the fishing association that appointed that Director.

4.5. Vacancies.

Any Director may resign effective on giving written notice to the Chair of the Board, the President, or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of the resignation.

If the resignation is to take effect at some future time, a successor may be selected before that time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled in the same manner as the Director or Directors whose office is vacant was selected. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been named and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors is increased.

The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or, in the case of a corporation holding assets in charitable trust, has been found by a final order or judgment of any court to have breached any duty arising under the law governing assets in charitable trust (Corp. Code, § 7238).

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

4.6. Removal of Directors.

A Director may be removed from office if any of the following has been found to have occurred:

- (a) the Director misses three or more consecutive board meetings without cause;
- (b) a conflict of interest is found to exist between the Director and the corporation;
- (c) the Director is found to have engaged in activities that are directly contrary to the interests of the corporation;
- (d) the Director is found to be engaged in the misrepresentation of the corporation and its policies to outside third parties, either willfully, or on a repeated basis; or
- (e) a three fourths majority of Directors who meet the qualifications set forth in Section 4.4 determine that the Director has not continued to meet these qualifications.

Before removal occurs, the Director will be advised of the allegation and the basis for the allegation, and will be given an opportunity to present any contrary evidence or explanation he or she may have to the Board. Removal must be by a majority vote of all the Directors. In addition, unless the Director is being removed under subdivision (a), or for misconduct involving assets being held in charitable trust, a vote of three fourths the members must also be obtained.

4.7. Place of Meetings.

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special, or adjourned) of the Board of Directors of the corporation may be held at any

place within or without California that has been previously designated for that purpose by resolution of the Board of Directors or by the written consent of all the members of the Board.

4.8. Regular Meetings.

Regular meetings of the Board shall be held without call or notice immediately after the adjournment of each annual meeting of members. Regular meetings of the Board of Directors shall be open to the entire membership, although the Board may elect to adjourn to closed session for any matters that are sensitive in nature.

4.9. Special Meetings.

Special meetings of the Board of Directors may be called at any time by order of the President, of any Vice President, of the Secretary, or of two or more of the Directors. Special meetings of the Board of Directors may, by Majority Vote of the Executive Committee be open to the entire membership; although the Board may elect to adjourn to closed session for any matters that are sensitive in nature.

4.10. Notice of Special Meetings.

Special meetings of the Board shall be held on four days notice by first class mail or a forty-eight hour notice given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. The notice shall be addressed or delivered to each Director or at the Director's address as it is shown on the records of the corporation, or as may have been given to the corporation by the Director for purposes of notice or, if the address is not shown on the records, or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held.

4.11. Quorum.

Except as otherwise provided herein, a majority of the authorized number of Directors shall constitute a quorum except when a vacancy or vacancies prevents a majority, whereupon a majority of the Directors in office shall constitute a quorum, provided a majority shall constitute either one third of the authorized number of Directors or at least two Directors, whichever is larger, or unless the authorized number of Directors is only one. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Except as the Articles of Incorporation, these Bylaws, and the California Nonprofit Mutual Benefit Corporation Law may provide, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

4.12. Participation in Meetings by Conference Telephone or Electronic Communication

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment, as long as all members participating in the meeting can communicate with all of the other members concurrently, each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection, to a specific action to be taken, and the corporation adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to

participate in the board meeting, and that all statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.

4.13. Waiver of Notice.

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to the Director. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

4.14. Adjournment.

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjourn to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

4.15. Action Without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to the action. The consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of proceedings of the Board.

4.16. Rights of Inspection.

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which the person is a Director, for a purpose reasonably related to the person's interest as a Director.

4.17. Official Board Committees.

Generally. Committees of the Board may be appointed by resolution passed by a majority of the whole Board. Minutes shall be kept of each meeting of each committee. Committees shall be composed of two or more members of the Board and, in the discretion of the Board, and shall have the powers of the Board as may be expressly delegated to it by resolution of the Board of Directors, except with respect to:

- (a) The approval of any action for which the California Nonprofit Mutual Benefit Corporation Law also requires members' approval;
- (b) The filling of vacancies on the Board or on any committee;
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(f) The appointment of other committees of the Board or the members thereof;

(g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or

(h) The approval of any self-dealing transaction, as these self-dealing transactions are defined in Corp. Code, § 7233(a).

On a case-by-case basis, in the discretion of the Board, the Board may allow non-voting liaisons to attend committee meetings.

Executive Committee. The Board shall have an Executive Committee, which shall consist of four members of the Board of Directors, which shall be elected by a majority vote of the Board of Directors for two-year terms. The Executive Committee shall act as a steering committee for the full board, shall facilitate decision-making between board meetings and in urgent and crisis circumstances, and shall have the power to act on behalf of the full board on a temporary basis in emergency circumstances that reasonably require action before a full meeting may be held.

Regional Management Committees. The Board shall appoint, by resolution, Regional Management Committees for the following purposes:

(a) To negotiate industry-to-industry Fishing Community Benefit Agreements (“FCBA” or “FCBAs”) using the CFRA FCBA contractual template on behalf of the Corporation, subject to the oversight of the CFRA legal counsel and approval by the Board of Directors. For purposes of this section an FCBA shall consist of any agreements negotiated between fishing and non-fishing industries for the purposes of mitigating impacts of non-fishing development and/or activities that would potentially interfere with the fishing industry.

(b) To manage all aspects of each industry-to-industry Fishing Community Benefit Agreement for the entire lifespan or term so negotiated, subject to review for compliance with CFRA bylaws and protocols subject to the oversight and approval of the Board of Directors.

(c) To administer any and all mitigation funds received in connection with the FCBA’s negotiated by the regional committee, within the CFRA grant disbursement guidelines as established by the corporation Board of Directors. subject to the oversight and approval of the Board of Directors.

(d) As per section 4.17, Regional Management Committees are required to keep accurate minutes of each meeting of the committee and are responsible to the Board of Directors to submit and archive all meeting minutes for public access.

(e) A quorum for a Regional Management Committee shall consist of five out of the total seven regional management committee members.

Each Regional Management Committee shall consist of a minimum of five members and a maximum of seven. At least one Member shall be an Officer of the corporation and at least two members shall be CFRA Board Members of fishing associations, with voting

Member membership in the corporation, that are located in the geographic region or county(s) affected by the anticipated FCBA and the anticipated impacts that the FCBA is designed to address. Up to four additional members shall be port fishing association members chosen by those port fishing associations in the geographical region or county(s) affected by the FCBA. If the Board finds the need to establish a regional Management Committee in an area, region, port or California County where:

- A. There exist no qualifying port members association as per section 3.2:
- B. The member port association has less than a 90% membership of local. Port fishermen:
- C. The Board determines that diverse, important or emerging fisheries are under-represented within the member port association area:

The Board, may, at its sole discretion, enlist, recruit, and/or solicit nominations from individual non-association fishermen with residential status in the affected area or county and who operate their fishing business within the affected port or region, and cause the formation of a Regional Management Committee consisting of a minimum of five members and a maximum of seven members. At least one member shall be an officer of the corporation and at least two members shall be CFRA Board Members of fishing associations, with “voting member” (status) membership in the corporation that are located in or near the geographic region or county(s) affected by the anticipated FCBA and the anticipated impacts that the FCBA is designed to address. Up to four additional members may be non-port association individuals qualifying under this section and elected to the Regional Management Committee by a three quarter vote of the CFRA Board of Directors.

Regional Management Committee Term Limits

- A. CFRA officers serving on Regional Management Committees are limited in term as per Section 4.3 - Selection and Tenure of Office.
- B. Individuals qualifying under section 4.17 or individuals chosen by port fishing associations in the geographical region or county(s) affected by the FCBA shall each serve three year terms with a maximum term limit of twelve years without interruption. Any Regional Management Committee member may be removed under Section 4.6 “Removal of Directors by the CFRA Board of Directors.

Regional Management Committee Members (Non-voting)

Each regional management committee shall have at least one project manager responsible for representing the developer(s) in a given region or county. Each regional management committee may include one person representing a local municipality, organization, or agency directly involved in OSW development in that county or region. Any Regional Committee meeting may be attended by CFRA legal counsel, CFRA staff, and may be open to the public.

4.18. Fees and Compensation.

Directors (as such) shall not receive compensation for their services as Directors. Directors may receive a reasonable allowance for personal services actually rendered pursuant to resolution

passed by a majority vote at a regular or special meeting of the Directors; reimbursement for expenses as may be fixed or determined by the Board.

Directors shall not serve the organization in some other capacity for which compensation is paid.

ARTICLE V.

OFFICERS

5.1. Officers.

The officers of the corporation shall be a Chair of the Board, a President, or both, a Secretary, and a Chief Financial Officer. The corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries, and other officers as may be appointed in accordance with the provisions of Section 5.3 of this Article. One person may hold two or more offices, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or the Chair of the Board.

5.2. Election.

The officers of the corporation, except those officers as may be appointed in accordance with the provisions of Section 5.3 or Section 5.5 of this Article, shall be chosen annually by, and shall serve at the pleasure of, the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

5.3. Subordinate Officers.

The Board of Directors may appoint, and may empower the President to appoint, other officers as the business of the corporation may require, each of whom shall hold office for the period, have authority, and perform duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

5.4. Removal and Resignation.

Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or except in case of an officer chosen by the Board of Directors, by any officer on whom the power of removal may be conferred by the Board of Directors.

Any officer may resign at any time, without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party, by giving written notice to the Board of Directors, or to the President, or to the Secretary of the corporation. The resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

5.5. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to the office, provided that the vacancies shall be filled as they occur and not on an annual basis.

5.6. Inability to Act.

In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of the officer to any other officer, or any director or other person whom the Board may select.

5.7. Chair of the Board.

The Chair of the Board, if there shall be one, shall, if present, preside at all meetings of the Board of Directors, and exercise and perform other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the Bylaws.

5.8. President.

Subject to supervisory powers, if any, as may be given by the Board of Directors to the Chair of the Board, if there shall be one, the President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the activities and Officers of the corporation. In the absence of the Chair of the Board, or if there is none, the President shall preside at all meetings of the Board of Directors. The President shall be ex-officio a member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of a President of a corporation, and shall have other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

5.9. Vice President.

In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice Presidents shall have other powers and perform other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws.

5.10. Secretary.

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or other place as the Board of Directors may order, of all meetings of the members, the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting given, the names of those present at the members, the Board and committees' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California and the original and a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given, shall keep the seal of the

corporation in safe custody, and shall have other powers and perform other duties as prescribed by the Board.

The Secretary shall keep or cause to be kept, at the principal office of the corporation, a membership register, or a duplicated membership register, showing the names of the members and their addresses.

The Secretary shall also keep, or cause to be kept, a book of minutes at the principal office or other place as the Board may order, of all meetings of the members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting, the names of those present at meetings, and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the members required by these Bylaws.

5.11. Treasurer and Chief Financial Officer.

The Treasurer shall be the Chief Financial Officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and the Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of the corporation, and shall have other powers and perform other duties as may be prescribed by the Board of Directors.

5.12. Assistant Treasurer.

At the request of the Treasurer, or in his or her absence or disability, the Assistant Treasurer shall perform all the duties of the Treasurer, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the Treasurer.

5.13. Salaries.

The salaries of the Officers shall be fixed from time to time by the Board of Directors and no Officer shall be prevented from receiving the salary by reason of the fact that the Officer is also a Director of the corporation.

ARTICLE VI.

OTHER PROVISIONS

6.1. Endorsement of Documents; Contracts.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this corporation and any other person, when signed by any one of the Chair of the Board, the President, or any Vice President, and any one of the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of this corporation shall be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same.

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, and except as provided in this Section, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

6.2. Representation of Shares of Other Corporations.

The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercise either by any officer in person or by any other person authorized to do so in proxy or power of attorney duly executed by the officer.

6.3. Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws.

6.4. Amendments.

These Bylaws may be amended by repeal and new and additional Bylaws may be made from time to time at any time by a three fourths majority of the members or by the written assent of the members. Subject to right of the members to amend or repeal, these Bylaws (other than a Bylaw or amendment of a Bylaw changing the authorized number of Directors) may be amended or repealed by three fourths vote of the Board in the exercise of the power granted to the Board in these Bylaws.

6.5. Record of Amendments.

Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book.

ARTICLE VII.

INDEMNIFICATION OF AGENTS OF THE CORPORATION

7.1. Definitions.

For purposes of this section, “agent” means any person who is or was a Director, Officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or

investigative; and “expenses” includes, without limitation, attorney's fees and any expenses of establishing a right to indemnification under Section 7.4 or 7.5(b) of this Article.

7.2. Indemnification in Actions by Third Parties.

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this corporation to procure judgment in its favor, an action brought under Corp. Code, § 5233, made applicable pursuant to Corp. Code, § 7238, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that the person is or was an agent of this corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the conduct was unlawful.

7.3. Indemnification in Actions by or in the Right of the Corporation.

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this corporation or brought under Corp. Code, § 5233, made applicable pursuant to Corp. Code, § 7238, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust to procure a judgment in its favor by reason of the fact that the person is or was an agent of this corporation, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 7.3:

(a) in respect of any claim, issue or matter as to which the person shall have been adjudged to be liable to this corporation in the performance of the person's duty to this corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine on application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that the court shall determine;

(b) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

7.4. Indemnification Against Expenses.

To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 7.2 or 7.3 of this Article or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

7.5. Required Indemnification.

Except as provided in Section 7.4 of this Article, indemnification under this Article shall be made by this corporation only if authorized in the specific case, on a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 7.2 or 7.3, by:

(a) a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

(b) the court in which the proceeding is or was pending, on application made by this corporation or the agent, attorney, or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

7.6. Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

7.7. Other Indemnification.

No provision made by the corporation to indemnify its or its subsidiary's Directors or Officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of the Directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than the Directors and Officers may be entitled by contract or otherwise.

7.8. Forms of Indemnification Not Permitted.

No indemnification or advance shall be made under this Article, except as provided in Sections 7.4 or 7.5(b) in any circumstances where it appears that:

(a) it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

7.9. Insurance.

The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in the

capacity or arising out of the agent's status as an agent whether or not the corporation would have the power to indemnify the agent against the liability under the provisions of this Article; provided, however, that this corporation shall have no power to purchase and maintain insurance to indemnify any agent of the corporation for a violation of Corp. Code, § 5233, made applicable by Corp. Code, § 7238.

7.10. Nonapplicability to Fiduciaries of Employee Benefit Plans.

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though the person may also be an agent of the corporation as defined in Section 7.1 of this Article. The corporation shall have power to indemnify the trustee, investment manager, or other fiduciary to the extent permitted by Corp. Code, § 207(f).

ARTICLE VIII.

RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS

8.1. The corporation shall receive all monies, other properties, or both, transferred to it for the purposes for which the corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board of Directors to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of the money or property is contrary to the expressed purposes of the corporation as shown by these Articles.

8.2. The corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

8.3. No disbursement of corporation money or property shall be made until it is first approved by the President of the corporation or by the Treasurer or by the Directors. However, the Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed and to direct the officers of the corporation from time to time to make disbursements to implement the appropriations.

8.4. All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by the officer or officers, agent or agents, as the Board of Directors may from time to time by resolution designate.

ARTICLE IX.

CORPORATE RECORDS AND REPORTS

9.1. Records.

The corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All books, records, and accounts shall be kept at its principal place of business in California, as fixed by the Board of Directors from time to time.

9.2. Inspection of Books and Records.

The membership register or duplicate membership register, the books of account, and minutes and proceedings of the members and the Board, and of executive committees of the Directors of this corporation shall be open to inspection on the written demand of any member at

any reasonable time, for a specifically stated purpose reasonably related to his interests as a member, and shall be exhibited at any time when required by the demand of any members' meeting.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation, and also of its subsidiary organizations, if any.

9.3. Certification and Inspection of Bylaws.

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the members and Directors of the corporation at all reasonable times during office hours.

ARTICLE X.

DISSOLUTION

On dissolution of this corporation, the Board of Directors shall cause the corporation's assets to be distributed to another corporation with purposes similar to that identified in the Articles of Incorporation, and Article 2 of these Bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of California Fishermen's Resiliency Association, hereby certify that the above Bylaws consisting of 19 pages were adopted as the Bylaws of this corporation pursuant to the unanimous vote of the Directors in a regularly called meeting, effective _____ These Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this corporation.

IN WITNESS WHEREOF, I have set my hand this _____.

Signature of Secretary: _____

Printed Name: _____

